

station's license derives from Astroline, and Astroline's entire claim to the license was based on fraudulent misrepresentations to the Commission and the Courts. This is not a situation where a licensee first acquired its license fair and square, and only thereafter engaged in disqualifying misconduct. Rather, it is a situation where the very acquisition of the license was tainted. The Commission should not and cannot ignore that ab initio taint.

63. The second problem with any effort to sweep Astroline's misconduct under the rug is the fact that Astroline's various principals are creditors in the Astroline bankruptcy proceeding. That is, any proceeds which might be derived from any assignment of the license by Mr. Hoffman would presumably be available to pay off claims of those principals. And such a pay-off would likely not be negligible. A claim on behalf of Astroline Company, Inc., which is controlled by various non-minority Astroline principals, totals more than \$7.5 million. See Attachment E hereto. It is well-established that, even in those very limited exceptional situations where some relief may be appropriate notwithstanding outstanding character qualifications, the Commission will NOT permit wrong-doers to derive any benefit from the sale of a license. See, e.g., Capital City Communications, Inc., 23 R.R.2d 845, 851, ¶15 (and cases cited therein). ^{12/}

^{12/} SBH emphasizes that, as discussed above, SBH does not believe that any such exceptional policy would permit grant of the TIBS assignment application in any event. SBH merely wishes to point out here that, if such a policy were, arguendo, found to apply to this case, a full assessment of Astroline's misconduct
(continued...)

64. Thus, unless the above-captioned applications are dismissed pursuant to the "bare license" argument, the Commission will necessarily have to confront and address the fact that Astroline -- and, therefore, its current representative, the Trustee -- acquired the license through sheer, demonstrable fraud and, if so, the degree of culpability of Astroline's various principals and, further, the extent to which any wrong-doing Astroline principal would benefit from grant of the assignment. In other words, contrary to TIBS's glib assertion (at page 5 of its Letter Request), inquiry into Astroline's qualifications is not a kind of "premature pre-designation petition to enlarge"; rather, it is an absolutely essential prerequisite to the very relief that TIBS is seeking, i.e., grant of its assignment application.

B. TIBS's Qualifications

65. Another area which would have to be explored would be TIBS's own qualifications. After all, TIBS is seeking to become a licensee, and the Communications Act requires that the Commission satisfy itself that its licensees meet basic qualifying standards. SBH submits that, based on the evidence already available in the Commission's files, substantial and material questions exist relative to TIBS's qualifications.

66. As a threshold matter, SBH is constrained to point out

^{12/}(...continued)
and stringent limitations on the distribution of the proceeds of any such sale would have to be undertaken. Obviously, such action would not be consistent with some "immediate" grant of TIBS's application.

that TIBS, the corporation, does not exist. According to the records of the Secretary of State of the State of Delaware (the state in which TIBS was originally incorporated), TIBS "is no longer in existence and good standing under the laws of the State of Delaware having become inoperative and void the first day of March, A.D. 1994 for non-payment of taxes." See Attachment F hereto. ^{13/} But if TIBS technically does not exist (as its state of incorporation clearly believes), then TIBS cannot be deemed to be a qualified applicant.

67. There are other serious problems with TIBS. The sole stockholder of TIBS is one Micheal L. Parker ("Parker"). TIBS is the licensee of an international short-wave broadcast station in Dallas, Texas (File No. BALIB-9208100M). ^{14/} Parker is the dominant principal of the licensee of Station WTVE(TV), Reading, Pennsylvania, and he is himself the sole owner of the permittee of Station KVMD(TV), Twentynine Palms, California. Parker apparently acquired his interest in the Reading station in late 1991 or early 1992. See File No. BTCCT-911113KH. He acquired his interests in the Twentynine Palms television permit and the Dallas short-wave station approximately one year later. See File

^{13/} In addition, informal inquiries posed by SBH to various jurisdictions in which TIBS presumably does business have indicated that those jurisdictions have no current records establishing that TIBS is a registered foreign or domestic corporation; presumably, TIBS is therefore not qualified to do business in those jurisdictions, either.

^{14/} Ironically, SBH understands that TIBS's Dallas short-wave station broadcasts exclusively programming from or relating to Faith Center, Inc. This is ironic because the Channel 18 proceeding began when Faith Center, Inc. was the licensee of Station WHCT-TV.

(granted October 30, 1992).

68. In the applications pursuant to which Parker sought consent to acquire each of the Reading, Dallas short-wave and Twentynine Palms authorizations, Parker's portion of the application included an exhibit relative to his other media interests, past and present. Each of those applications contained the following statements in nearly identical language:

Mr. Parker also was an officer, director and shareholder of Mt. Baker Broadcasting Co. Mt. Baker Broadcasting Co.'s application for extension of time of its construction permit for KORC(TV), Anacortes, Washington (File No. BMPCT-860701KP) was denied. See Memorandum Opinion and Order, FCC 88-234, released August 5, 1988.

Although neither an applicant nor the holder of an interest in the applicant to the proceeding, Mr. Parker's roles as a paid independent consultant to San Bernardino Broadcasting Limited Partnership ("SBB"), an applicant for authority to construct a new commercial television station on Channel 30 in San Bernardino, California (MM Docket No. 83-911), was such that the general partner in SBB was held not to be the real-party-in-interest to that applicant and that, for purposes of the comparative analysis of SBB's integration and diversification credit, Mr. Parker was deemed such. See Religious Broadcasting Network et. al., FCC 88R-38, released July 5, 1988. This proceeding was settled in 1990 and Mr. Parker did not receive an interest of any kind in the Sandino Telecasters, Inc., the applicant awarded the construction permit. See Religious Broadcasting Network et. al., FCC 90R-101, released October 31, 1990.

Copies of the exhibits, obtained from the Commission's files, are included as Attachments G, H, I and J hereto for the Commission's ease of reference.

69. In connection with the Dallas short-wave application, Parker submitted an amendment which read as follows:

Two If By Sea Broadcasting Corporation [Parker's

Two If By Sea Broadcasting Corporation [Parker's company] has applied for authority to acquire Station KCBI from Criswell Center for Biblical Studies. As part of that application, Two If By Sea listed applications in which its officers, directors and principals had held interests and which were dismissed at the request of the applicant. This will confirm that no character issues had been added or requested against those applicants when those applications were dismissed.

See Attachment J hereto (emphasis added).

70. From Parker's descriptions of the Mt. Baker and San Berdardino cases (quoted above) -- and especially from the Dallas amendment quoted immediately above -- it would appear that those cases involved little out of the ordinary and did not, in any event, raise any serious questions about Parker's basic qualifications to be a Commission licensee. Review of the records of those cases, however, indicates otherwise.

71. In Mt. Baker Broadcasting Co., Inc., 3 FCC Rcd 4777 (1988), the full Commission summarized the history of the Mt. Baker construction permit. That case involved considerably more than mere denial of a construction permit extension. Rather, Parker's company had effectively allowed its permit to lapse without construction. Id. at ¶2. When the Bureau denied the permittee's fourth extension request in December, 1986, the permittee sought reconsideration, asserting that it had in fact constructed the station and was commencing program tests. Id. at ¶3. In light of those representations, the Bureau extended the permit for 30 days (to January 30, 1987) on condition that a license application be submitted within 10 days. Id. No such license application was filed (timely or otherwise), and in

April, 1987, the Field Operations Bureau conducted an inspection of the station. Id. at ¶4.

72. As discussed by the Commission, the inspection revealed that the facilities which had been constructed were substantially different from those which had been authorized. As both the Bureau and the Commission concluded,

[the permittee's] improper construction did not occur through error or inadvertence; the facts clearly indicate an effort to deceive the Commission. . . . [T]he deception was not uncovered until the Field Operations Bureau inspection. Even then, Mt. Baker took no steps toward remedying the situation.

Id. at ¶8 (emphasis added). Thus, the Mt. Baker case resulted, in effect, in a finding that Parker's company had affirmatively sought to "deceive" the Commission. Parker's latter-day disclosures concerning the Mt. Baker case make no reference whatsoever to this important aspect of that case.

73. Parker's "disclosures" with respect to the San Bernardino proceeding are even more misleading. There, contrary to the impression which Parker seems to have tried to create, the presiding Administrative Law Judge found SBB (the Parker-related applicant) to be basically (not just comparatively) disqualified to be a licensee. See Religious Broadcasting Network, 2 FCC Rcd 6561 (Initial Decision 1987) at ¶60 ("The evidence of record requires a negative finding against [SBB] on the real party-in-interest issue, mandating [SBB]'s disqualification"). The Commission's attention is directed in particular to Paragraphs 54-61 of the Initial Decision in that case.

74. On review, the Review Board affirmed the Initial

Decision, stating as follows:

[SBB's] application was and remains a travesty and a hoax. We need not repeat, point-by-point, all of the findings of fact which the ALJ has set out to support his conclusion that the progenitor and the real-party-in-interest of SBB is definitely not Van Osdel [the supposed controlling principal of SBB], she being merely a fig leaf for the true kingpin of SBB, one Michael Parker, who currently holds an interest in numerous other broadcast permits . . . and who could not in his own identity have hoped to prevail in this very close comparative contest.

Religious Broadcasting Network, 3 FCC Rcd 4085, 4090, ¶16 (Rev. Bd. 1988). At ¶¶16-18 of that opinion the Review Board described the egregious nature of SBB's attempted deception, ending with the conclusion that

SBB is a transpicuous sham . . . and the ALJ justly rejected its attempted fraud.

Id. at ¶18. In its ultimate conclusions in the case, the Review Board further characterized SBB as a

prototypical sham[], in which an offstage conductor wields the baton, while stand-in performers fiddle with their borrowed instruments, forget the score (if they've ever perused it), and reduce the proceedings to burlesque.

Id. at 4101, ¶50.

75. Thus, again, Parker was central to an applicant which was found to have attempted fraud on the Commission. These two cases plainly raise questions about Parker's basic qualifications to be a licensee. Before Parker, or his corporate alter ego, TIBS, can be permitted to become a licensee of another station, those questions must be resolved. This precludes the summary grant of the assignment application sought by TIBS.

76. In its Letter Request, TIBS suggests that any questions

which might exist "have in fact been previously before the agency in various applications it has granted", TIBS Letter Request at 6 (emphasis in original). But that's not really true. As noted above, and as is crystal clear from the documents attached hereto, TIBS and Parker have gone to some lengths not to focus the Commission's attention on the available record. To the contrary, the disclosures in the various TIBS/Parker applications fall far short of the candor expected of Commission applicants. While the descriptions offered by TIBS/Parker refer only to seemingly benign proceedings in which no adverse findings or conclusions were reached, in fact the reported opinions demonstrate a consistent inclination toward deception. In Mt. Baker, for instance, the Commission specifically found an "intent to deceive the Commission". No hearing was necessary, though, as the Commission could summarily deny the requested construction permit extension application. Similarly, in Religious Broadcasting Network, the Parker-related applicant was disqualified because of real-party-in-interest issues arising directly from Parker's improper involvement in that applicant.

77. The fact that the Commission's staff may have granted some applications which did not fully and candidly advise the Commission of the precise nature of TIBS/Parker's past problems does not and cannot preclude the Commission for investigating those problems once they are actually brought to the Commission's attention. Indeed, the fact that TIBS/Parker were willing to engage in the carefully masked "disclosures" in their 1991-1992 applications (and, indeed, in the TIBS assignment application

currently before the Commission) reinforces the conclusion, already reached by an ALJ and the Commission, that Parker and his related entities have a capacity for a lack of candor and an intent to deceive the Commission. ^{15/}

78. In view of this history, it is clear that there are substantial and material questions of fact relative to TIBS's qualifications to become a licensee. That being the case, summary grant of TIBS's assignment application is prohibited by the Communications Act. ^{16/}

VIII. Conclusion

79. For more than 13 years SBH has been involved with the Channel 18/Hartford proceeding. SBH has sought repeatedly to bring that proceeding to an expeditious conclusion so that SBH's application can be granted and service returned to the Hartford audience, consistently with clearly stated Commission policy. ^{17/} Unfortunately, for some reason unknown to SBH, the

^{15/} In its Letter Request, TIBS attempts to slough off these problems by characterizing them as "ancient conduct" which "is or soon will be beyond the 'ten year limitation' period", Letter Request at 6. But the troubles with that claim are several. First, the conduct is not "ancient" -- it was the subject of two reported decisions in 1988. And the fact that TIBS/Parker have seen fit to be less than fully forthcoming in multiple applications since then brings their misconduct even more current.

^{16/} SBH notes that, in addition to the problems discussed in the text, a potential financial cloud hangs over TIBS and Parker: Parker, TIBS's sole principal, was the subject of a personal bankruptcy proceeding in Seattle, Case No. 89-01970, filed March, 1989.

^{17/} See, e.g., Renewal Reporting Requirements for Full Power, Commercial AM, FM and TV Broadcast Stations, FCC 92-557, released December 30, 1992, at ¶¶5-6:

(continued...)

Commission has consistently chosen simply to ignore SBH's arguments for years, giving rise to a valid concern that the Commission is acting, or failing to act, out of some irrational and wholly improper bias against SBH.

80. TIBS's basic argument in its Letter Request is that it would be nice to have a station on the air on Channel 18 sooner rather than later. But that is precisely the argument which SBH has advanced not once, not twice, but repeatedly over the last six years -- six years during which, it should be emphasized, the station has been off the air. If the Commission were suddenly to deem that argument to be persuasive when advanced, for the first time, by TIBS, legitimate questions would exist as to why, if that argument is persuasive now, it apparently has not been persuasive when advanced, repeatedly, over a six-year period, by SBH. At a minimum, any such volte-face by the Commission now would be the height of arbitrariness and capriciousness.

^{17/} (...continued)

When a licensee discontinues operations for a long period of time, the public is harmed through diminished service. This harm is compounded when the licensee is unable or unwilling to restore service and permanently discontinues operations but does not provide that information to the Commission so that the frequency might be used by another party. Allowing such licensees to preserve their exclusive right to use the frequency precludes the provision of service to the public by another interested party that would resume station operations. It also hinders the Commission's maximum utilization of the electromagnetic spectrum in the public interest.

The Commission has historically regarded as paramount its role under the Communications Act to ensure that licensees broadcast in the public interest. . . . Unjustified prolonged suspension of station operations disserves the public interest. . . .

81. Further, notwithstanding TIBS's various dire expressions of doomsday surrounding the February 8, 1997 deadline, the fact of the matter is that Mr. Hoffman and TIBS have been on notice of that deadline for almost one full year. And yet, neither Mr. Hoffman nor TIBS chose to do anything at all about it until the filing of the TIBS Letter Request on December 12, 1996, some six weeks after the deadline established by the Commission for emergency requests relative to the February 8, 1997 deadline. In view of the lackadaisical approach clearly evidenced by the actual conduct (or lack thereof) of Mr. Hoffman and TIBS, it cannot be said that any equitable considerations exist which might entitle Mr. Hoffman and/or TIBS to the extraordinary relief, on an immediate, expedited basis, which TIBS is requesting. Any willingness by the Commission to do backflips to accommodate Mr. Hoffman and TIBS on some incredibly expedited basis would also reflect an undeniable arbitrariness and capriciousness when contrasted with the years-long delays which SBH has encountered with even the simplest of pleadings.

82. In summary, then, neither the law, nor the facts, nor any equities at all, support the grant of the extraordinary, emergency relief which TIBS is seeking in its Letter Request. Indeed, the Letter Request is so completely lacking in merit that it should, as a practical matter, simply be stricken from the

record, in order to avoid any undue delay in the ultimate resolution of this matter. But, even if the Letter Request is not stricken, it must be denied. ^{18/}

Respectfully submitted,


/s/ ~~Harry F. Cole~~
Harry F. Cole

Bechtel & Cole, Chartered
1901 L Street, N.W.
Suite 250
Washington, D.C. 20036
(202) 833-4190

Counsel for Alan Shurberg d/b/a
Shurberg Broadcasting of Hartford

December 27, 1996

^{18/} To the extent that the Commission concurs with SBH's arguments relative to the dismissal of Mr. Hoffman's renewal application -- whether because of Mr. Hoffman's failure to file a timely hearing fee, or Mr. Hoffman's lack of anything but a "bare license", or the necessity of correcting the initial fraud-induced grant to Astroline, or the failure of Mr. Hoffman to operate the station at all for almost six years, or Mr. Hoffman's apparently conceded inability to operate the station at all in the future, or any combination of these factors -- SBH submits that the Commission should, in addition to dismissing the above-captioned applications, then promptly grant SBH's application.

ATTACHMENT A

JAV
15

UNITED STATES BANKRUPTCY COURT
DISTRICT OF CONNECTICUT

ASTROLINE COMMUNICATIONS COMPANY	:	In Chapter 7
LIMITED PARTNERSHIP	:	
Debtor	:	Case No. 88-21124 (RLK)
	:	
CITY OF HARTFORD	:	Motion No.
Plaintiff	:	
	:	
VS.	:	
	:	
ASTROLINE COMMUNICATIONS COMPANY	:	November 4, 1992
LIMITED PARTNERSHIP	:	
Defendant	:	

MOTION TO COMPEL TRUSTEE TO MAKE PAYMENT TO APPLICANTS
PURSUANT TO THE JANUARY 23, 1992 ORDER OF THIS COURT

Robert and Martha Rose, by their undersigned counsel, hereby move this Court to compel the Trustee to comply with this Court's Order of January 23, 1992 approving the compromise of the Movants' claim against the Trustee in this case for the following reasons:

1. On or about May 2, 1991, Robert and Martha Rose filed a motion for relief from the automatic stay seeking relief to enforce their contractual and legal rights in and to the tangible

personal and real property of the Debtor, Astroline Communications Company Limited Partnership, including its accounts receivable, pursuant to a security agreement and mortgage deed.

2. On or about September 10, 1991, the Trustee filed an Answer and Affirmative Defenses to the Roses' motion.

3. To resolve the dispute between the Roses and the Trustee, the parties entered into a Stipulation Regarding Motion For Relief From Stay, a copy of which is attached hereto as Exhibit A.

4. On or about December 13, 1991, the Trustee filed a Motion For Approval of Compromise of Claim, which sought this Court's Approval of the Stipulation between the parties.

5. On January 23, 1992, this Court entered an Order, attached hereto as Exhibit B, approving the compromise of claim as set forth in the Stipulation.

6. Among other things, this Court's Order permitted the Roses to commence an action to foreclose their mortgage on the debtor's real property and to foreclose or otherwise take steps to obtain possession of the debtor's personal property subject to their security interest. The Order also required the Trustee to

pay the Roses one-third (1/3) of the Trustee's cash on hand, less three percent (3%) "on the earlier of: (i) the date on which the Trustee sells the real property known as 18 Garden Street, Hartford, Connecticut and/or tangible personal property that is subject to the security interest of Robert and Martha Rose in accordance with the terms of the aforesaid Stipulation, or (ii) if there be no such sale, January 15, 1992 or such later date as may be agreed upon by the parties."

7. The Trustee failed to sell the aforementioned real property and/or personal property of the debtor by January 15, 1992.

8. With the acquiescence of the Roses, the Trustee retained possession of the aforementioned property and continued to attempt to sell it until October 16, 1992 when possession of the property was transferred to the Roses.

9. The Roses have demanded that the Trustee pay them one-third (1/3) of the Trustee's cash on hand as of October 16, 1992, but the Trustee has refused to make such payment.

10. The Trustee's refusal to pay the Roses one-third (1/3) of the cash on hand as of October 16, 1992 violates this Court's Order approving the compromise of the Roses' claim.

11. The Roses request an order compelling the Trustee to pay them forthwith one-third (1/3) of the Trustee's cash on hand as of October 16, 1992 pursuant to this Court's order dated January 23, 1992.

Respectfully submitted,
Robert and Martha Rose

By


Lewis K. Wise

Rogin, Nassau, Caplan, Lassman
& Hirtle

CityPlace I, 22nd Floor
Hartford, CT 06103-3460
(203) 278-7480
Their Attorneys

ATTACHMENT B

Materials obtained from Assessor's Office,
Hartford, Connecticut
reflecting 12/29/95 transfer of property

CT #: 0002940

DIST.: _____

NER: AirComm of Avon, LLC

ILING 531 Country Valley Road
DRESS: Thousand Oaks, CA 91362

CARD #: _____ MAP: 15 LOT: 26

CATION: 376 Deercliff Road

DATE: 12-29-95 VOL: 314 PAGE: 774

LOT	EX. AC.	DWL	OB	CONDO	GROSS	EXEMPT	NET
1-1	1-2	1-3	1-4	1-5			
210000	184380	169600 2-2 77070 1-3	14800		655850		
670950		285070	14800	PRIOR ASSESSMENT	970820		

This is to certify that this is a true copy of the summary card as filed in the Assessor's Office.


Harry DerAsadourian
Assessor

100 2 00 010 15 26 1 1 OF 2 101 103 105 104 RUZA ZONING MUL N/C

110 PROPERTY LOCATION 376 Deercliff Road 113 ROUTING NO

RECORD OF TRANSFER	DATE	VOL. PG.	SALE PRICE	MEMO	SUMMARY		
					YR.	UNIT CODE	ASSESS
Astroline Connecticut, Inc.	4-2-87	188-396				LAND	210,000
AirComm of Avon, LLC	12-29-95	314-774	\$648,634			DWLG.	77070
						OUTBLDG.	14800
						COMM.	169600
						IND.	
						EX. ACRE	184380
						TOTAL	655850
						LAND	
						DWLG.	
						OUTBLDG.	
						COMM.	
						IND.	
						EX. ACRE	
						TOTAL	

This is to certify that this is a true copy of this street card as filed in the Assessor's Office.

Harry DerAsadourian
Assessor

SALES DATA							VALUE SUMMARY		PROPERTY FACTORS										
DATE		TYPE	SOURCE	VALID	AMOUNT	VALIDITY CODES	LAND	BUILDING	TOTAL	TOPOGRAPHY				UTILITIES					
MO	YR									LEVEL	ABOVE STREET	BELOW STREET	ROLLING	STEEP	LOW	SWAMPY	ALL PUBLIC UTIL.	PUBLIC WATER	PUBLIC SEWER
200		1 2 3	1 2 3 4 5			01 Valid Sale 02 Unvalidated Sale 03 Involved Addn'l Par. 04 Not Open Market 05 Asking Price 06 Reported Const. Cost 07 Raw Land - Since Impr. 08 Recent Appraisal 09 Reps Sale 10 Liquidation/Foreclosure 11 Changed Since Sale 12 Other - See Memo													
201		1 2 3	1 2 3 4 5																
202		1 2 3	1 2 3 4 5																

SIGNATURE BY OWNER OR AGENT BELOW INDICATES DATA ON THIS FORM WAS COLLECTED IN YOUR PRESENCE. IT DOES NOT MEAN THAT YOU HAVE VERIFIED THE INFORMATION HEREON.

INSPECTION WITNESSED BY

ENTRANCE H W T O

LAND INFLUENCE FACTORS	
1. Unimproved	6. Restrictions/Easements
2. Excessive Front	7. Corner/Alley (+)
3. Topography	8. View
4. Shape & Size	9. Access
5. Economic Mismatch	10. Frequent Flooding/Erosion

STREET		NO UTILITIES	
PAVED	1	VIEW INFLUENCE	
UNPAVED	2	ENHANCING	1
SEMI-IMPV.	3	NONE	2
NONE	4	DETRIMENTAL	3
CURB & GUTTER	5	ACCESS	
SIDEWALK	6	LAND LOCKED	1
ALLEY	7	OTHER	2

LAND DATA	TYPE CODE	SIZE	SIZE ADJ. FACT.	RATE	TOTAL	INFL. FACTOR	LAND VALUE	70%	ASSESSMENT
1. PRIMARY SITE	211	2.0		150000			150000		105000
2. SECONDARY SITE	221	2.0		150000			150000		105000
3. UNDEVELOPED	231	26.34		10000			263400		184380
4. RESIDUAL	241								
5. WATERFRONT	251								
6. P.A. 490	261								
A. FARM	311								
B. FOREST	321								
C. OPEN	331								

SUMMARY		
YR.	UNIT CODE	ASSESS
	LAND	210,000
	DWLG.	77070
	OUTBLDG.	14800
	COMM.	169600
	IND.	
	EX. ACRE	184380
	TOTAL	655850
	LAND	
	DWLG.	
	OUTBLDG.	
	COMM.	
	IND.	
	EX. ACRE	
	TOTAL	

SUMMARY		
YR.	UNIT CODE	ASSESS
	LAND	670950
	DWLG.	
	OUTBLDG.	14800
	COMM.	285070
	IND.	
	EX. ACRE	
	TOTAL	970820
	LAND	501200
	DWLG.	
	OUTBLDG.	14800
	COMM.	285070
	IND.	
	EX. ACRE	
	TOTAL	821070
	LAND	26950
	DWLG.	2650
	OUTBLDG.	4650
	COMM.	46540
	IND.	
	EX. ACRE	104160
	TOTAL	197960

ATTACHMENT C

Materials obtained from files of
Astroline Communications Company Limited Partnership

INSTRUCTIONS:

The name of the secretary or clerk of the Corporation.
The registered name of the Corporation.
The State in which the Company is incorporated.
The date of the Board of Directors meeting.
The number of signers required on each check.
The titles of the individuals authorized to sign on the checking account.

- (7) The number of signers required to sign notes when borrowing.
(8) The titles of individuals authorized to borrow.
(9) A certification of all the officers and authorized signers by name and title.
(10) Current date.
(11) The signature of the clerk or secretary.

AUTHORITY FOR DEPOSIT AND BORROWING

I, ⁽¹⁾ Fred J. Boling, Jr.
Astroline Communications Company

A General Partner
~~Secretary/Clerk of~~
Limited Partnership
~~a corporation~~
by unanimous written

organized under the laws of the State of ⁽³⁾ Massachusetts
consent of the General Partners of said Limited Partnership dated this
~~XXXXXX~~
~~XXXXXX~~
~~XXXXXX~~
do hereby certify that at ~~XXXXXX~~
⁽⁴⁾ day of 1985,
the following resolutions were unanimously adopted, are in
conformity with the Charter and By-Laws of this corporation and are in full force and effect:

RESOLVED: That State Street Bank and Trust Company, Boston, Massachusetts, (hereinafter called the Bank), its
successors or assigns, be and hereby is designated a depository of this corporation, and is authorized and directed to pay and
charge to the account of this ~~XXXXXX~~ ^{Limited Partnership} without limit as to amount and without inquiry as to circumstance of issue or
disposition of the proceeds, even if drawn or endorsed to any signing or endorsing officer or other officer of this corporation
tendered in payment of the individual obligation of any such officer or for his credit or for deposit to his personal account,
and all checks, drafts, notes, bills of exchange, acceptances, or other orders for the payment of money upon the Bank, its
successors or assigns, or payable at the office thereof and signed on behalf of this ~~XXXXXX~~ ^{Limited Partnership} by any ^{one}
its following officers or authorized signers, to wit:

⁽⁶⁾ ^{Insert Titles Only} Herbert A. Sostek Joel A. Gibbs
Fred J. Boling, Jr. Richard H. Gibbs

RESOLVED: That any ⁽⁷⁾ ^{one} ^(number) of the following officers of this corporation, to wit:

⁽⁸⁾ ^{Insert Titles Only} Herbert A. Sostek Joel A. Gibbs
Fred J. Boling, Jr. Richard H. Gibbs

and hereby are authorized from time to time to borrow from, or make arrangements for other extensions of credit by
State Street Bank and Trust Company, Boston, Massachusetts, (hereinafter called the Bank), its successors or assigns, upon
the credit of this ~~XXXXXX~~ ^{Limited Partnership} such sums of money as he or they may deem expedient for the purposes of this corporation.

That said officers be further authorized:
To discount any bills or notes receivable or other paper held by this ~~XXXXXX~~ ^{Limited Partnership} and to endorse the same in the name
of this ~~XXXXXX~~ ^{Limited Partnership}

As security for any loan, credit or other accommodation, to pledge, mortgage, or otherwise
said Bank any or all of the property of this ~~XXXXXX~~ ^{Limited Partnership}

To withdraw, without limit, the amount of any loan, credit or other accommodation
security for money so borrowed, to be paid to the Bank or its assigns.

To authorize the Bank, its successors or assigns, to borrow from the
Bank as agent or otherwise, and either for immediate or future delivery, any sum of money

And in connection with any of the foregoing, to make, execute, and deliver in the name of this corporation, and
disposal of stocks, bonds, commodities, foreign exchange or any other securities or property whatsoever

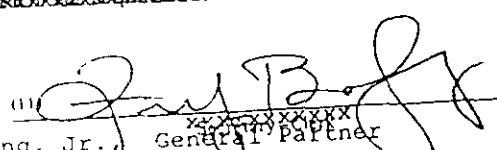
any and all checks, drafts, notes, bills of exchange, letters of credit, acceptances, assignments,
transfers, endorsements, guarantees, agreements, trust receipts, instructions, obligations, or documents whatsoever in form
satisfactory to State Street Bank and Trust Company its successors or assigns.

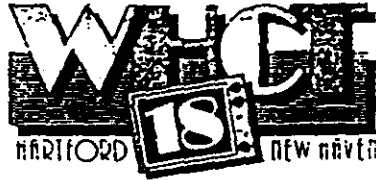
RESOLVED: That the ~~XXXXXX~~ ^{Limited Partnership} be and hereby is authorized to certify to State Street
Bank and Trust Company, its successors or assigns, that these resolutions have been duly adopted and that they are in
conformity with the ~~XXXXXX~~ ^{Limited Partnership} and that remain in full force and effect until notice in writing
of revocation or modification signed by the ~~XXXXXX~~ ^{Limited Partnership} be delivered to said Bank.

I further certify that the present ~~XXXXXX~~ ^{Limited Partnership} is as follows:

NAME	TITLE
Herbert A. Sostek	General Partner
Fred J. Boling, Jr.	General Partner
Joel A. Gibbs	General Partner
Richard H. Gibbs	General Partner

IN WITNESS WHEREOF, I hereunto set my hand and the ~~XXXXXX~~ ^{Limited Partnership}
day of ⁽¹⁰⁾ 19

⁽¹¹⁾ 
Fred J. Boling, Jr., General Partner



December 4, 1985

Mr. Bill Blair
Cash Management
Office Towers #2
Waterbury, Ct.

Dear Sir:

Please accept this as our letter of authorization to wire transfer the collected balance in our account to:

State Street Bank
225 Franklin Street
Boston, Mass 02110
Att:-Mr. Thomas Pyles

Our account # is 0233024-6. This is to be transferred every Friday effective December 13, 1985.

Thank you for your attention in this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Al Rozanski', is written over the typed name.

Al Rozanski
Business Manager

AR/tlw



INTEROFFICE MEMO

To: Richard
From: Al
Date: May 28, 1986
Subject: A/P PROCEDURES

The following is an outline of our new Accounts Payable procedure describing invoice processing. As invoices are received by the Business Department, they will be verified as usual and then sent on to the respective department heads for approval. Upon return to the Business Department, they will be coded and approved by myself. Invoices will then be forwarded to you for final approval. **ALL** invoices will be computer inputted with the appropriate net days due information. This process will enable us to generate a net due listing to appropriately age our payables. The invoices will then be sorted as follows:

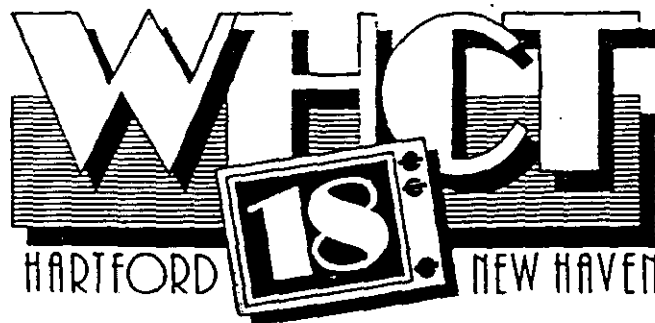
1. **ALL** T & E, freelance compensation, employee reimbursements and any other priority payments will be pulled, "transmittalized" and sent directly to Reading for immediate processing.
2. **ALL** other invoices will be held in our open items file alphabetically until payment is needed.

As invoices become due, they will continue to be "transmittalized" as before by invoice type. **ALL** film will appear separately, as will personal reimbursements and priority process items.

The forementioned procedures will enable us to not only age our payables more effectively, but also expedite month-end closes. We are striving to issue monthly financials during the week immediately following a month-end.

AR/snh

cc: Michael



May 29, 1986

Mr. Fred Boling, Jr.
Astroline
231 John Street
Reading, MA 01867

RE: Payables

Dear Fred,

Attached is a memorandum from Al Rozanski detailing the revised approach to payables. To summarize: We will hold and age payables here and only send up transmittals requiring quick action. We will separate all salary and personal reimbursements as well to ensure that no employee is unduly delayed a reimbursement.

Thank you for your help in working this out.

Sincerely,

A handwritten signature in dark ink, which appears to read 'Richard P. Ramirez', is written over the typed name.

Richard P. Ramirez
General Manager

RPR/pzl

cc: Herb Sostek

Enclosure